

**REVISED
BYLAWS
OF
SKUNK WORKS ROBOTICS BOOSTER CLUB**

Pursuant to RCW 24.03.070, these bylaws are hereby submitted for filing:

ARTICLE I - Name

1.1 The name of this corporation is Skunk Works Robotics Booster Club ("Corporation")

ARTICLE II - Purpose

The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The purpose for which the Corporation is organized are:

- To support, encourage, and advance the robotics program and related activities of the Skunk Works Robotics FRC Team 1983; and
- To promote projects that assist with financial needs of the Skunk Works Robotics FRC Team 1983 program; and
- To promote STEM education through the programs and activities of the Skunk Works Robotics Team 1983.

ARTICLE III - Principal Office

3.1 Principal Office. The principal office of the Corporation shall be located in King County, Washington.

3.2 Registered Office and Registered Agent. The Corporation shall have and contiguously maintain in the State of Washington a registered agent whose office is identical with such registered office, as required by the state of Washington. The registered office may be, but need not be identical with the principal office of the Corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

4.1 Administration. The Purposes of the Corporation shall be carried out through conferences, committees and projects.

4.2 Non-Commercial. The Corporation shall be non-commercial, non-sectarian and nonpartisan. No commercial enterprise or any candidates shall be endorsed by it. The name of the Corporation or its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose other than the regular work of the Corporation.

ARTICLE V

5.1 Membership. The Corporation will have no members. The Corporation may, nevertheless, use the term "Members" or "Membership" to designate those persons having such privileges and status as the Board of Directors may determine. Such "Members" and "Membership" shall have no legal or equitable rights in the Corporation.

- a. Membership without regard to race, color, creed, religion, gender or national origin, shall be made available to any individual who supports the mission of the Corporation.
- b. The Corporation shall conduct an annual enrollment of members as well as allowing persons to become members at any time.
- c. Each member of the Corporation shall pay annual dues as determined by the Directors of the Corporation.

ARTICLE VI

6.1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

6.2 Number and Qualifications. The Board of Directors shall consist of the individuals who hold the offices of President, one or two Vice President(s), Treasurer and Secretary of the Corporation and up to two Members-at-Large. These individuals are elected by a vote of the general membership. Membership in the Board of Directors shall be held for a term of one year or until their successors are installed.

6.3 Duties. The duties of the Board of Directors shall be to transact necessary business in keeping with the stated purpose of the Skunk Works Robotics Booster Club. The Board of Directors shall meet a minimum of three meetings in the fiscal year with one occurring in the first month of the year.

6.4 Quorum. At least three members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a three directors are present at the meeting, the Directors present may adjourn the meeting without further notice.

6.5 Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of Directors is required by law or by these bylaws.

6.6 Resolutions. No resolutions may be adopted except by the Board of Directors.

6.7 Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

ARTICLE VII - OFFICERS

7.1 Officers. Board of Directors shall consist of the individuals who hold the offices of President, one or two Vice President(s), Treasurer and Secretary and up to two Members At Large. Officers shall take office at the start of the fiscal year (September 1st) and serve for a term of one year or until their successors are installed.

7.2 Designation of Officers. The officers of the Corporation shall be elected annually at the last regular meeting. Each officer shall hold office until the fiscal year end (Aug. 31st) that follows the election of his/her duly elected successor, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

7.3 Vacancies. Vacancies occurring during the term of office may be filled by the Board of Directors. Filled vacancies shall serve until the next scheduled election.

7.4 President The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Corporation, the Board of Directors, and shall be ex-officio member of all committees. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7.5 Vice President. The Vice President of the board is prepared at all times to assume the role of Board President, if necessary. The Vice President, whose knowledge and commitment mirrors that of the President, may serve in the president's place for board activities and in the spokesperson capacity. The President may delegate special assignments to the Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the

Vice President of Governance and Compliance shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

7.6 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall present a statement of account at every meeting of the Corporation and at other times when requested by the Board of Directors. The Treasurer's books shall be subject to audit annually by a committee of a minimum two members appointed by the Board of Directors. The Treasurer's books shall be closed by end of the fiscal year.

7.7 Secretary. The Secretary shall keep the minutes of the meetings of the members of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

7.8 Member at Large. Members at Large vote as members of the Board of Directors and act to establish a quorum.

ARTICLE VIII

8.1 Standing Committees. There shall be the following standing committees: Auditing, Membership, Nominating and such other committees as the President and/or Directors of the Corporation shall deem necessary.

8.2 Audit Committee. The Auditing Committee shall consist of a minimum of two members, other than account signators, who shall audit the books of the organization within a month after the close of the fiscal year on August 31st.

8.3 Membership Committee. The Membership Committee shall be responsible for conducting the annual membership drive beginning in September. The board may act as the Membership Committee in the event that there are no volunteers.

8.4 Nominating Committee. The Nominating Committee shall meet and present a slate of officers and Members At Large at the last regular meeting of the year.

ARTICLE IX

9.1 Regular Meeting. The general membership meetings of this organization shall

be held a minimum of three times during the fiscal year except when changed by vote of the general membership. Notice of a general meeting will be made no less than 10 days prior to the meeting date.

9.2 Special Meeting. Special meetings may be called by the Board of Directors. Notice of the date, time, place and business to be transacted shall be given by the secretary to the members at least five (5) days in advance. Only that business for which notice has been given shall be transacted.

9.3 Quorum. A Quorum of a regular or special meeting shall consist of those members present.

ARTICLE X ELECTIONS

10.1 Nominating Committee Appointment. The Nominating Committee shall be appointed by the President and announced at the second regular meeting of each fiscal year. The Nominating Committee shall announce the Nominations two weeks prior to the last regular meeting of the fiscal year. Nominations may be made from the floor at the last regular meeting of the fiscal year.

10.2 Officer Placement. Officers are to be elected at the last Regular Meeting of the fiscal year. They shall take office at the start of the fiscal year (September 1st).

10.3 Majority Vote. A majority vote of the members present shall constitute an election.

ARTICLE XI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

11.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into contract or execute and deliver any instrument in name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. All expenditures must be approved by the Board of Directors before they are made.

11.2 Checks and Drafts. All Checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by two officers of the Corporation and in such manner as provided in these bylaws or as from time to time determined by the Board of Directors. There shall be at least three officers named as signatories on the Corporation bank account. A fourth signatory (which may be another officer or a Member At Large) can be named as the Board deems necessary.

11.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

11.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE XII MISCELLANEOUS

12.1 Books and Records. The Corporation shall keep at its registered or principal office (or at its secretary's office if in Washington), the following documents in the form of a record:

- (1) Current articles and bylaws;
- (2) A list of members, including names and addresses;
- (3) Correct and adequate statements of accounts and finances;
- (4) A list of officers' and directors' names and addresses;
- (5) Minutes of the proceedings of the members, if any, the board, and any minutes which may be maintained by committees of the board;

The corporate records shall be open at any reasonable time to inspection by any member of more than three months standing or a representative of more than five percent of the membership. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

12.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September and end on the last day in August.

12.3 Dissolution. Upon the dissolution of the Corporation, any remaining funds will be donated to Washington FIRST Robotics as the Board of Directors sees fit. All tangible assets owned by Booster Club will be liquidated with the proceeds donated to Washington FIRST Robotics as the Board of Directors sees fit.

ARTICLE XIII AMENDMENTS

13.1 Amendments. These bylaws may be amended at a regular or special meeting of the general membership by a two-thirds vote of the members present and voting, following notices of the proposed amendment at least 30 days in advance of the general membership meeting.

ARTICLE XIV RULES OF ORDER

14.1 Rules of Order. Except as provided in these bylaws, the rules contained in Roberts Rules of Order Newly Revised shall govern the Corporation operation.

*11/15/2019 Approved + adopted by 2/3+ majority of members
via unanimous consent (following 30 day notice)*

Leslie White

[Signature]